

BUPERS MWR 401(k) Savings and Investment Plan

PLAN HIGHLIGHTS

These are the highlights of your plan. For additional information, read your Summary Plan Description or ask to see the plan document. If any information here conflicts with the terms of your plan, the plan language governs.

JOINING THE PLAN

Who is eligible to join the plan?

All employees may join the plan except:

- Non-resident aliens with no U.S. source income from the definition of employee

You need to be age 18.

When may I join the plan?

Eligible employees may begin participating in the plan quarterly.

MAKING CONTRIBUTIONS

What is my “pay” under the plan?

Your plan contains a definition of “pay” for calculating contribution amounts. Your plan may use different definitions of “pay” for other purposes. To learn more about what types of compensation are used by the plan, read your Summary Plan Description.

How much may I contribute to the plan?

The contribution(s) that you may make to the plan are displayed below:

BEFORE-TAX CONTRIBUTIONS

Through payroll deduction, you may make Before-Tax contributions up to 100.00% of your pay. These contributions consist of pre-tax dollars and earnings on these contributions grow tax-deferred.

You may begin making contributions quarterly. You may increase or decrease the amount of your contributions quarterly. You may stop your contributions any time.

The Internal Revenue Service (IRS) limits the total amount of pre-tax contributions you may make each calendar year. For 2003, this limit is \$12,000.00. However, if you reach age 50 anytime during the calendar year or are

PLAN HIGHLIGHTS

over 50, you may make additional pre-tax contributions above and beyond normal plan and legal limits. For 2003, you can make up to \$2,000.00 in additional contributions.

ROLLOVER CONTRIBUTIONS

You may be able to roll over your existing retirement savings into this plan. Consolidating your retirement savings can help you continue benefiting from tax-deferred growth - despite any disruptions that may occur during your working life. Maintaining one retirement account also makes it easy for you to track your retirement savings. To learn more about making Rollover contributions to this plan, call 1-888-526-6905 and a Retirement Specialist will assist you.

Will the company contribute?

The company contribution(s) that you may receive are displayed below:

COMPANY MATCH CONTRIBUTIONS

Each year, the company may decide to match a portion of the pay you contribute as pre-tax contributions. Your Company Match contributions may not exceed 3.00% of your pay. These contributions grow tax-deferred.

MANAGING YOUR ACCOUNT

How will I know how much is in my account?

You will receive a personal statement quarterly. You may also use your Personal Identification Number (PIN) to access your account by calling 1-800-74FLASHSM (35274) or accessing The JourneySM at www.massmutual.com/retire, 24 hours a day, 365 days a year. You can check your account balance, secure investment performance information, make investment changes, or request additional information about the plan.

How are my contributions invested?

You give investment directions for all of your account, choosing from the investment options your plan provides.

To make choosing your investment options easier, your contributions are placed in one or more groups as follows:

All Contributions – Before-Tax, Company Match

Each group name appears at the top of the investment column(s) on the forms in this book. If you call 1-800-74FLASHSM (35274) or access The JourneySM at www.massmutual.com/retire, these group names are referenced.

You may change your investment choices daily. You may transfer your existing balance to other investment options daily. If you do not make an investment selection, your contributions will be invested in the MM Money Market (Babson) investment option.

PLAN HIGHLIGHTS

How does vesting (ownership) apply to my account?

Plans set a “vesting schedule” to determine what percentage of ownership you can apply to your account at specific points in time. You are always 100% vested in any Before-Tax contributions, plus earnings. Your plan’s vesting schedule applies to the following contributions, plus earnings:

Company Match

Yrs. of Service	Vested Pct.
0	0%
1	100%

- Your years of service for vesting purposes begin on your date of hire.

If you die, become disabled or reach normal retirement age, you will become 100% vested in all contributions your company makes to the plan, plus earnings.

TAKING A DISTRIBUTION

When may I withdraw money from the plan?

The plan is designed to help you save for retirement. So, the IRS has placed restrictions on when you may withdraw money from the plan. You may withdraw money from your account at:

Termination

- You may receive your vested account balance. Additional requirements may apply.

Normal Retirement

- Age 62 and 1 year(s) of service

Death

- Your account balance will be paid to your designated beneficiary

Your plan may allow withdrawals of certain contributions and earnings while you are employed. Your Summary Plan Description provides more details about distributions, including important tax information and information on the forms of benefit your plan offers.

GETTING STARTED

*“The average vacation lasts two weeks;
the average retirement lasts twenty years —
which do you spend more time planning?”*

Planning For Financial Security

If you plan now, you'll be better prepared for your future financial security. Here are some things you need to consider:

- Determine will I have enough to retire?
- Estimate what I will need and determine how much I should save.
- Determine my risk profile. This step is important. Experts believe that choosing an investment strategy is the most important step when saving for retirement.
- Set a goal for your retirement.
- Stay on track once you have started.

The following pages will give you direction, allow you to check your progress and help you stay on track. As you take this journey, you may find it helpful to establish a relationship with a financial advisor.

ROLLOVER OPPORTUNITY

Understanding what your financial picture looks like at retirement is very important. Our plan and MassMutual Retirement Services, our plan provider, have all the tools you need to manage your total retirement picture. You can (if your plan allows) roll over money you may have in a 401(k) or other qualified retirement plan account with any previous employers. So, why not combine all your retirement savings! Call 1-888-526-6905 for more information on rolling your qualified plan account from any previous employer's plan to our plan.

The Advantages

- One toll-free number that offers a single source for information on your retirement savings.
- 24-hour access, 7 days a week to The JourneySM — an interactive retirement web site that provides account information and planning tools, powered by Morningstar[®] ClearFutureSM, to help define your financial goals and build an investment strategy to meet them.
- Statements that report account information, as well as provide you with a personal rate of return on your entire retirement account.

Completing the Rollover

It's easy to roll money from another 401(k) or qualified retirement account into your retirement plan. Simply complete the Rollover Statement included in this package.

CONSIDER:

You might want to spend additional time reviewing the MassMutual Retirement Services Retirement Planning web site — The JourneySM. Visit the site at www.massmutual.com/retire to learn more about your benefits, explore your investment options or customize an investment strategy.

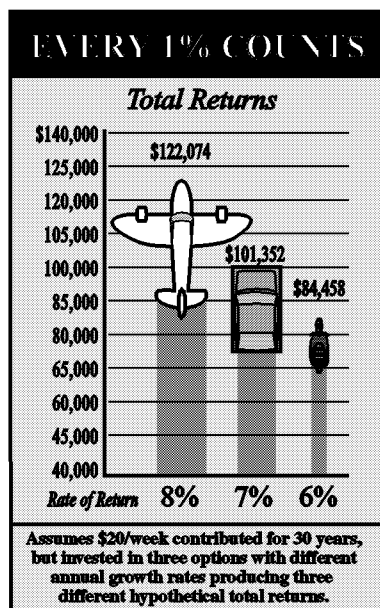
GETTING STARTED

Enrolling in your retirement plan instantly puts you on the right course toward a successful retirement.

Will I Have Enough to Retire?

HOW MUCH I CONTRIBUTE

Start saving now and keep your money invested to take full advantage of your plan. The power of time (compounding) can help your savings grow faster than you might think.



Save as much as you can. Small increases may not seem like much now, but those dollars can grow into a large payout later on.

HOW LONG I STAY IN THE WORKFORCE

When you decide to retire can have a dramatic impact on the amount of money you have available for retirement. The longer you work and save, the more money you're likely to have.

If you choose to retire early, you may have to adjust the amount you contribute, or try to earn more on your savings.

MY RETIREMENT LIFESTYLE

Determine how your retirement lifestyle will affect the amount of savings you'll need. Will you sell your home and live more simply? Will you travel? How about medical bills?

Experts say you will need between 70% – 90% of your final working income each and every year in retirement. The three primary sources of retirement income are: Social Security, private & other savings plans, and employer sponsored plans. A comfortable retirement could depend on what you can save now and how you put your money to work.

MY RATE OF RETURN

Invest with a goal in mind. The types of investments you choose will determine how much your savings may be able to earn.

Earning even a little more on your investments can make a big difference. While there is an element of risk in seeking a higher total return, there is also risk in not saving enough to meet your financial needs later in life.

GETTING STARTED

Experts say you will need approximately 70% – 90% of the income you earn during your final working year.

What is My Savings Goal?

Building an investment strategy based on your holding period and risk tolerance is a start. But don't forget to set a goal for retirement.

Many factors impact your financial needs in retirement — medical bills, life expectancy, inflation, lifestyle, etc. Will you have enough saved? Will you work part-time in retirement? The charts below can help you determine how much you will need during your retirement years and how, when you start early, even a small amount saved weekly can help you reach your retirement goal.

In addition, The JourneySM and Morningstar[®] ClearFutureSM's Planning Center helps you set your goals, and can suggest an investment mix to help meet them.

HOW MUCH DO YOU NEED?

	CURRENT ANNUAL INCOME		
	\$20,000	\$40,000	\$60,000
80% of current income	\$16,000	\$32,000	\$48,000
Estimated annual amount from Social Security	\$8,400	\$13,409	\$15,208
Estimated annual amount you need to provide*	\$7,600	\$18,591	\$32,792
Total amount needed assuming you live 25 years after retiring**	\$190,000 (\$7,600 x 25)	\$464,775 (\$18,591 x 25)	\$819,800 (\$32,792 x 25)

**This amount doesn't include any amount you may receive from another savings plan.*

***Amounts shown are not adjusted for inflation and are shown prior to assessment of applicable taxes and penalties at time of distribution.*

HOW MUCH SHOULD YOU SAVE EACH WEEK?

	Your Goal	Your Goal	Your Goal
	\$190,000	\$464,775	\$819,800
If You Are Age	Weekly Savings To Reach Goal	Weekly Savings To Reach Goal	Weekly Savings To Reach Goal
25	\$ 12	\$ 30	\$ 54
35	29	71	126
45	74	181	319
55	238	583	1,029

Assumes a hypothetical 8% investment return. Actual returns will vary. Retirement age is assumed to be age 65. Hypothetical example for illustrative purposes only. Not intended to predict or imply the performance of any particular investment.

GETTING STARTED

The earlier you start saving for retirement, the smaller the amount you'll have to save to reach your goal.

How Does Compounding Help?

HOW DOES IT WORK?

Contributions to your account generate earnings, and those investment earnings generate additional earnings, and so on. All investment earnings in your retirement plan grow tax free until they are distributed. So the sooner you start saving, the more time your money has to grow. Even if you have to start small, it's important to start now.

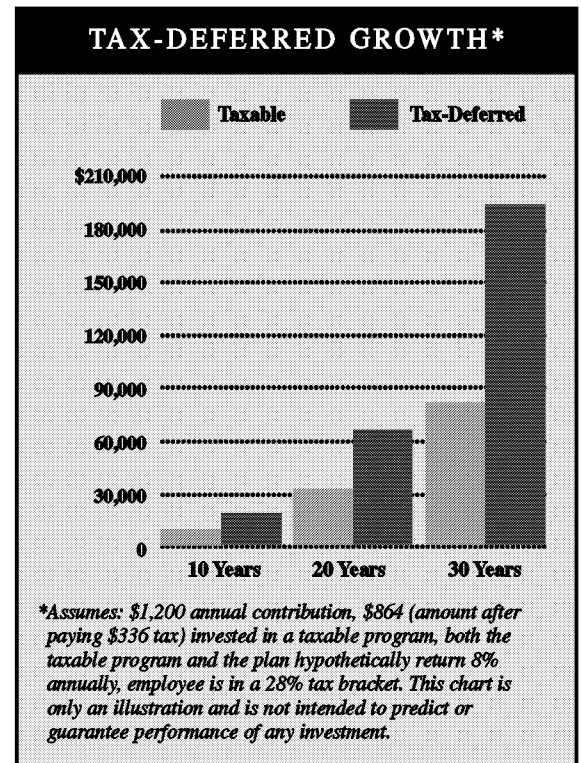
WHY YOU SHOULD START SAVING NOW!

It's important to begin saving for retirement as early as possible. The chart shows you why. So, the longer you wait, the less money you may have to enjoy your retirement. Besides, it's much easier to save a little now than a lot later.

TAX-DEFERRED COMPOUNDING

Your plan also has the added advantage of tax-deferred compounding. When you save in a regular savings account, interest is taxable as ordinary income. Year after year, this taxation can take a huge bite out of your potential earnings.

Any investment earnings in your retirement plan are tax deferred until you withdraw the money. Tax-deferred compounding means any investment earnings are reinvested without being reduced by taxes.



RISK PROFILER QUIZ

Don't know which investment strategy is right for you? Here's an easy way to find out — take Morningstar's Risk Profiler Quiz.

Determine Your Strategy

Answer these questions by circling the choice you most agree with. Then add up the points given for each of your choices to see which investment strategy you should follow . . . and you'll be on your way!

SECTION 1: TIME HORIZON

- | | |
|---------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| 1. I plan to withdraw my money in 3 years or less and do not want to lose any of it:
a. Yes
b. No | 2. My current age is:
a. Less than 40 5
b. 40–54 3
c. More than 55 1 |
| If you answered “yes” to question 1, set your investment course with a Short Term strategy . | 3. I expect to retire:
a. Not for at least 20 years 5
b. In 5 to 20 years 3
c. Within 5 years 1 |

SECTION 2: RISK TOLERANCE

Long-Term Goals

4. For this investment, my goal is:
a. To grow my assets aggressively. 5
b. To grow my assets with caution. 3
c. To avoid losing money. 1
5. What would I expect from this investment over time?
a. To generally keep pace with the stock market. 5
b. To make a decent profit, but probably trail the stock market. 3
c. To have a high degree of stability, but only modest profits. 1

Short-Term Goals

6. Which of these statements would best describe your attitude about the performance of this investment over the next three years?
a. I can live if I lose money. 5
b. I better at least break-even. 3
c. I better end up with at least a little profit. ... 1
7. Which of these statements would best describe your attitude about the performance of this investment over the next three months?
a. Who cares? One calendar quarter means nothing. 5
b. If I suffered a loss of greater than 10%, I'd get concerned. 3
c. I can tolerate only small short-term losses. .. 1

RISK PROFILER QUIZ

Financial Situation

8. If I lost my job tomorrow, I would:
 - a. Have other sources of income to last me more than six months. **5**
 - b. Have enough cash on hand to last three to six months. **3**
 - c. Need to tap into my 401(k) investment within 30 days. **1**
9. Upon retirement my 401(k) investment will represent:
 - a. A minor part (less than 25%) of my retirement income **5**
 - b. An important part (25% – 75%) of my retirement income **3**
 - c. The vast majority (over 75%) of my retirement income **1**

SECTION 3: YOUR INVESTMENT STRATEGY

Add up your points from Questions 2 – 9. **My total:** _____. Then choose the appropriate row below to see what investment strategy is best for you!

Total Points	Investment Strategy
0 – 8	Short Term
9 – 17	Conservative
18 – 27	Moderate
28 – 35	Aggressive
36 – 40	Equity

Based on this “investment strategy,” you’re ready to consider how to divide your investments among the different asset classes. For sample allocation portfolios, log onto The JourneySM at www.massmutual.com/retire. From The JourneySM, you can also review all the investment options your plan offers within each asset class.

CRUISE CONTROLSM

Regular rebalancing helps maintain your account's balance between potential risk and reward.

The JourneySM Cruise ControlSM

One of the most important decisions you'll make about your retirement plan is your asset allocation decision. And, once you determine your investment strategy it's important to maintain it over time. We've made this easier than ever with Cruise ControlSM. Here's how it works:

- Determine your investment strategy
- Refer to Morningstar® Classic Asset Mix Portfolios for sample allocation portfolios
- Elect a custom portfolio with periodic rebalancing or create your own investment mix.

SET YOUR INVESTMENT COURSE

Mapping out your investment course means deciding how to diversify your investments among the basic asset classes: equities (stocks) and fixed income securities (bonds and cash). The goal is to find a mix that can help you maximize returns – without taking on an uncomfortable amount of risk.

Sample Asset Allocation Portfolios		
Strategy	Fixed Income	Equity
Short Term	100%	0%
Conservative	70%	30%
Moderate	40%	60%
Aggressive	15%	85%
Equity	0%	100%

MODEL ALLOCATION STRATEGIES

Cruise ControlSM makes setting an investment course easy. Once you take Morningstar's Risk Profiler Quiz, you'll see sample allocation portfolios to help you choose your investments or you can choose to create your own investment mix.

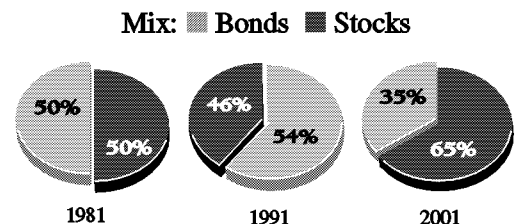
REBALANCE PERIODICALLY

Once you decide on an investment strategy, it's important to maintain it over time. However, as certain types of investments do well, they can represent a greater share of your account, and that can throw your targeted retirement investment mix "out of balance."

Say your stock investments deliver higher returns than your bond allocation. As the chart at right illustrates, stocks will then account for a larger percentage of your retirement plan account. And since stocks have higher short-term volatility, that may drive your portfolio to become "riskier" than you realize.

That's why regular rebalancing is intended to help maintain your account's balance between risk and reward.

How time can shift your strategy out of balance



Assumes the 50% stock allocation is equally distributed between large and small company stocks. The 50% bond allocation is entirely represented by intermediate-term government bonds. Also, assumes reinvestment of income and no transaction costs or taxes. Past performance is no guarantee of future results. Hypothetical example for illustrative purposes only. Not intended to predict or imply the performance of any particular investment. Source: S&P Micropal.

On your journey toward your retirement destination, use Cruise ControlSM to help you maintain your course.

How Cruise ControlSM Works

ACTIVATE CRUISE CONTROLSM

- It's easy to get started. Initiate the service online via *The JourneySM* and use the financial planning tools powered by Morningstar® ClearFutureSM.
- It's effortless to maintain. On a scheduled basis, we'll move assets among your options to restore your desired mix.
- Not only can you initiate this service anytime, you can discontinue it anytime. You can also change your investment course as well. In fact, up to the day before a rebalancing is scheduled, you can change your strategy.

Don't Want to Leave the Shifting to Us?

Try *The JourneySM* On-Demand Rebalancing. At anytime, you can request this ***one-time*** rebalancing to restore your investment mix. It will rebalance your entire account balance to match the investment direction you specify.

CRUISE CONTROLSM DIRECTIONS

1. Log onto *The JourneySM* at:
www.massmutual.com/retire and click on Solutions.
2. Complete the Morningstar® Risk Profiler Quiz to see what type of investment strategy may be right for you.
3. After taking the quiz, you'll have the option of selecting a strategy outlined or creating your own investment mix.

If you implement a strategy as outlined, you can choose to have your account balance rebalanced on a regular basis or until you discontinue this service. Your new contributions also will follow this strategy.

Or, you can implement a strategy without rebalancing.

If you create your own investment mix, you'll have the option of electing Periodic Rebalancing or On-Demand Rebalancing at that time.

RETIREMENT SPECIALIST GROUP

An easy way to keep your savings working for you when you retire or leave your current employer.

Bringing Focus to Your Retirement Planning

MassMutual Retirement Services offers an easy way to keep your savings working for you when you retire or leave your current employer. MassMutual Retirement Specialists will provide you with the information and consultation you need to make a sound decision about your retirement plan account, including:

- ***An Action Package*** outlining your retirement plan options, complete with customized estimates based on your retirement account balance and all the forms you need to complete;
- ***Personalized consultation*** with our knowledgeable Retirement Specialists who can help you evaluate and decide which option is right for you.

When retiring or leaving the company, the decision you make about your retirement plan can have a major impact on your tax situation as well as your future financial security.

MassMutual Retirement Specialists can provide all the information and assistance you need.

MassMutual Retirement Services Separate Investment Account Profile

MM MONEY MARKET (BABSON)

Portfolio managed by David L. Babson & Company Inc.



Third Quarter 2002

STRATEGY

Invests primarily in short-term debt instruments with a remaining maturity not exceeding 397 days. The most common types are U.S. Treasury bills (T-bills) issued by the U.S. government, commercial paper issued by corporations, and certificates of deposit (CDs) issued by banks and other savings institutions.

PORTFOLIO MANAGER PROFILE

DAVID L. BABSONSM

Established in 1940, David L. Babson & Company Inc. is a Cambridge, Massachusetts based investment management company. Babson has built extensive expertise as advisor to endowments, employee benefit plans, foundations, insurance companies, personal trusts, the Babson mutual funds, and the DLB Fund Group. Babson, an independently managed subsidiary of MassMutual, and its affiliates manage more than \$60 billion in assets.

MARY WILSON-KIBBE PORTFOLIO MANAGER

Education:

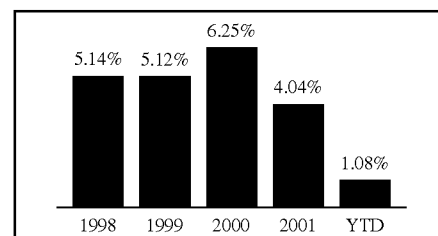
B.S. - Merrimack College

FUND FACTS

- ◆ Ticker Symbol: MKYXX
- ◆ Comparative Index: 90 DAY T-BILLS
- ◆ Expenses: 0.56% As of: 05/01/02

PERFORMANCE

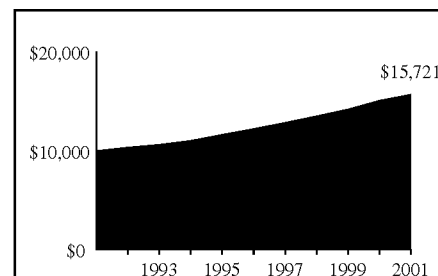
ANNUAL TOTAL RETURNS



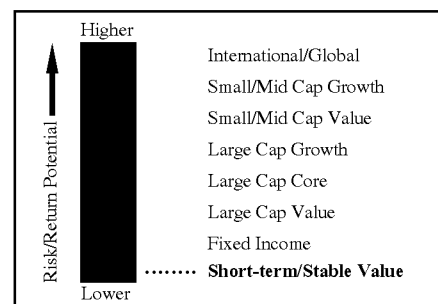
AVERAGE ANNUAL TOTAL RETURNS

1 Year	1.64%
3 Years.....	4.24%
5 Years.....	4.58%
10 Years.....	4.45%

GROWTH OF \$10,000 (10 YEARS OR SINCE INCEPTION)



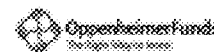
CATEGORY



MM Money Market (SLA YG) is a separate investment account of MassMutual, available to your plan through a group variable annuity contract, which purchases Class Y shares of MassMutual Money Market Fund (formerly known as the MassMutual Prime Fund). Historical performance does not guarantee future results. Performance is shown net of expenses, but before any applicable contract or plan charges. Expenses are those of the mutual fund. Average annual total returns include the reinvestment of dividends and capital gains distributions. Investment return and principal values of the separate investment account fluctuate with changes in the mutual fund, so that the value at distribution may be more or less than original cost. There are no assurances that the investment objective will be achieved. The growth of \$10,000 chart is based on cumulative growth for the period shown. The risk/return indicator is for comparative purposes and is based on the general comparative risks of these categories. Up-to-date performance information is available on our web site at www.massmutual.com/retire.

OPPENHEIMER STRATEGIC INCOME FUND

Managed by OppenheimerFunds, Inc.



Third Quarter 2002

Class Y Shares

STRATEGY

Invests principally in three fixed-income market sectors: debt securities of foreign governments and companies; U.S. Government securities; and lower-rated, high yield bonds issued by U.S. companies.

PORTFOLIO MANAGER PROFILE

OPPENHEIMERFUNDS, INC.

OppenheimerFunds, Inc. has operated as an investment advisor since 1959. With \$125 billion under management, and over five million shareholder accounts, OppenheimerFunds ranks as one of the largest mutual fund companies in the United States. OppenheimerFunds has expertise in multiple asset classes encompassing both international and domestic markets for equity and fixed income securities. OppenheimerFunds is an independently managed subsidiary of MassMutual.

ART STEINMETZ

DAVID NEGRI

PORTFOLIO MANAGERS

PORTFOLIO HIGHLIGHTS

CREDIT QUALITY BREAKDOWN

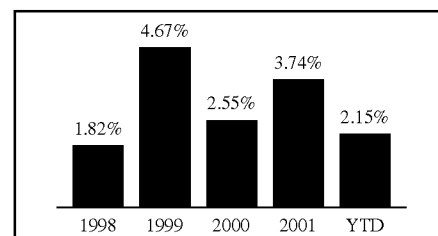
AAA	12.1%
AA.....	2.9%
A	2.6%
BBB.....	5.0%
BB	15.2%
B	16.8%
Below B	3.7%
Not Rated/Not Available	0.7%

CHARACTERISTICS

Yield-to-Maturity	0.1%
Maturity	4.6 Years
Duration.....	4.40 Years
Quality	A

PERFORMANCE

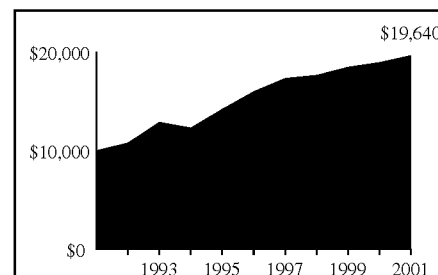
ANNUAL TOTAL RETURNS



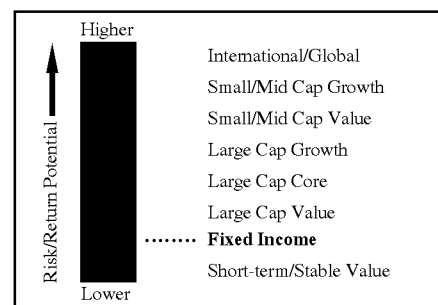
AVERAGE ANNUAL TOTAL RETURNS

1 Year	7.06%
3 Years.....	3.94%
5 Years.....	3.21%
10 Years.....	6.37%

GROWTH OF \$10,000 (10 YEARS OR SINCE INCEPTION)



CATEGORY



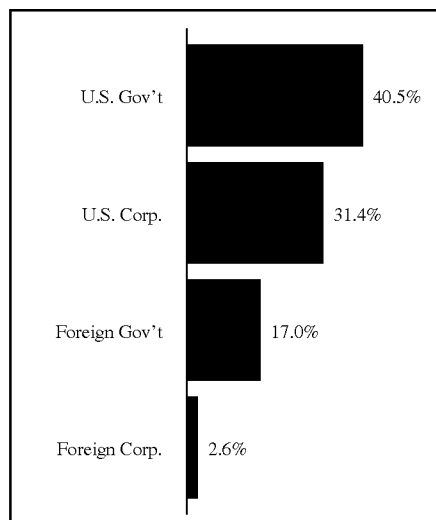
FUND FACTS

◆ Ticker Symbol: OSIYX

◆ Comparative Index:
Lehman Bros. Aggregate

◆ Expenses: 0.78% As of: 01/28/02

SECTOR WEIGHTINGS



Historical performance does not guarantee future results. Portfolio data are subject to change. Performance prior to 1/98 is for Class A shares of the Fund, without considering sales charges. Subsequent performance is for Class Y shares. The classes have the same investment portfolio but different expenses and may have different net asset values. Performance is shown net of expenses. Expenses are as of the most recent fiscal year end. Credit rating include securities rated by national rating agencies and unrated securities assigned a rating by the manager in categories equivalent to rating agencies. Average portfolio maturity, duration and quality are dollar weighted. Average annual total returns include the reinvestment of dividends and capital gains distributions. Investment return and principal values fluctuate so the value at distribution may be worth more or less than original cost. There are no assurances that the investment objective will be achieved. The growth of \$10,000 chart is based on cumulative growth for the period shown. The risk/return indicator is for comparative purposes and is based on the general comparative risks of these categories. This Fund may be available only through a group variable annuity contract issued to your plan by Massachusetts Life Insurance Company ("MassMutual"). If so, your plan's investment will be in a separate investment account (SLA N8) of MassMutual, which purchases shares of the Fund. SLA N8 began purchasing shares of the Fund in 7/97. If this investment is not sold in conjunction with a group variable annuity contract, this material must be preceded or accompanied by a current fund prospectus. Read it carefully before investing or sending money.

CONSERVATIVE JOURNEY

Third Quarter 2002

STRATEGY

This option limits exposure to risk while recognizing the importance of equity investments as a hedge against inflation. The portfolio consists of equity, fixed-income and cash investments. The mix of investments should achieve growth, stability and diversification.

PORTFOLIO MANAGERS

DAVID L. BABSONSM

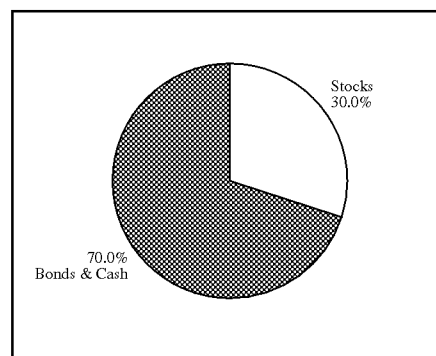
Mary Wilson-Kibbe
Ronald E. Desautels
George W. Tall, CFA
James B. Gribbell, CFA
Paul Szczygiel, CFA

OPPENHEIMERFUNDS, INC.

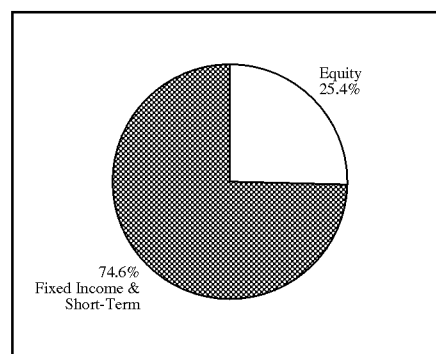
George R. Evans

ALLOCATIONS

TARGET ALLOCATION

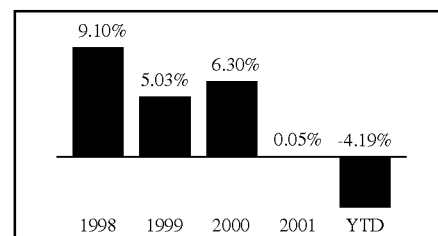


ACTUAL ALLOCATION



PERFORMANCE

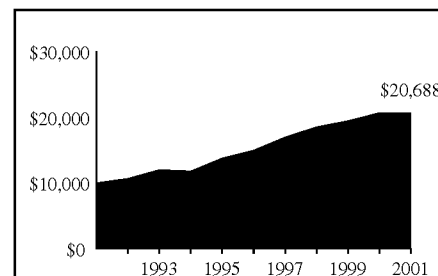
ANNUAL TOTAL RETURNS



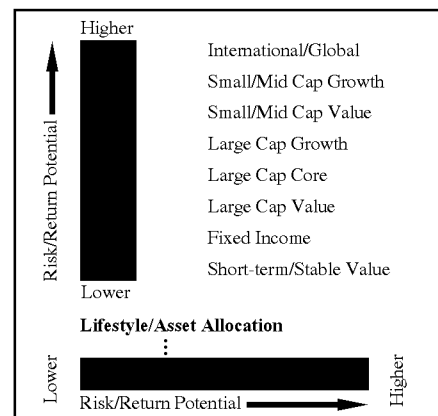
AVERAGE ANNUAL TOTAL RETURNS

1 Year	0.09%
3 Years.....	2.13%
5 Years.....	3.53%
10 Years.....	6.45%

GROWTH OF \$10,000 (10 YEARS OR SINCE INCEPTION)



CATEGORY



FUND FACTS

◆ **Comparative Index:**
Lipper Balanced

◆ **Expenses:** 0.81% As of: 09/30/02

FUND ALLOCATIONS

MMIF Money Market (Babson)	1.1%
MMIF Short-Duration Bond (Babson)	31.8%
MMIF Core Bond (Babson).....	41.8%
MMIF Core Value Equity (Babson/Bernstein)	8.3%
DLB Core Growth (Babson)	5.0%
MMIF Small Cap Equity (Babson)...	7.0%
MMIF International Equity (Oppenheimer)	5.0%

Conservative Journey (SIA D1) is a separate investment account of MassMutual, available to your plan through a group variable annuity contract, which purchases shares of various mutual funds. Historical performance does not guarantee future results. Portfolio data are those of the mutual fund and are subject to change. Performance is shown net of expenses, but before any applicable contract or plan charges. Expenses are based on an approximate weighted average of the expenses of the mutual funds purchased. MassMutual may, from time to time, substitute the mutual funds purchased or change the benchmark and actual allocations among the funds purchased, which may result in expenses being higher when the funds purchased have higher fees. Performance prior to Conservative Journey's inception (5/99) is that of the then underlying funds, managed within the asset allocation ranges and strategy for the separate investment account. Average annual total returns include the reinvestment of dividends and capital gains distributions. Investment return and principal values of the separate investment account fluctuate with changes in the mutual fund, so that the value at distribution may be more or less than original cost. There are no assurances that the investment objective will be achieved. The growth of \$10,000 chart is based on cumulative growth for the period shown. The risk/return indicator is for comparative purposes and is based on the general comparative risks of these categories. Up-to-date performance information is available on our web site at www.massmutual.com/retire.

MODERATE JOURNEY



Third Quarter 2002

STRATEGY

This option provides both long-term growth and short-term stability. The portfolio is tilted toward equities but also includes fixed-income and cash investments to take advantage of a variety of markets. This mix offers good growth potential.

PORTFOLIO MANAGERS

DAVID L. BABSONSM

Ronald E. Desautels
Mary Wilson-Kibbe
George W. Tall, CFA
James B. Gribbell, CFA
Paul Szczygiel, CFA

OPPENHEIMERFUNDS, INC.

Art Steinmetz
David Negri
George R. Evans

DAVIS ADVISORS

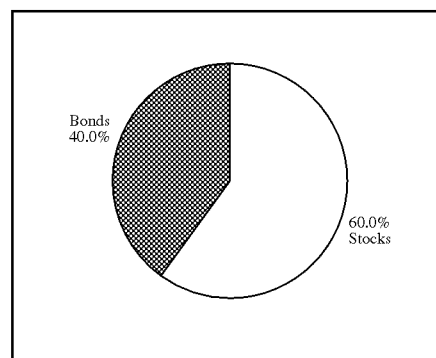
Christopher Davis
Kenneth Feinberg

MFS INVESTMENT MANAGEMENT®

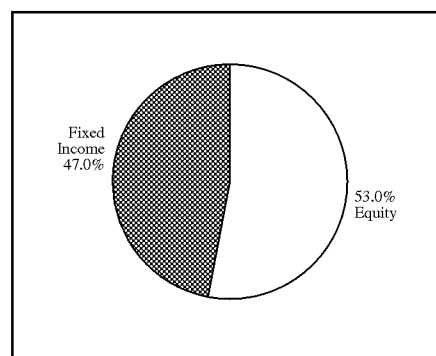
Stephen Pesek, CFA

ALLOCATIONS

TARGET ALLOCATION

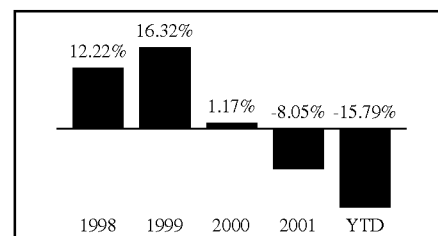


ACTUAL ALLOCATION



PERFORMANCE

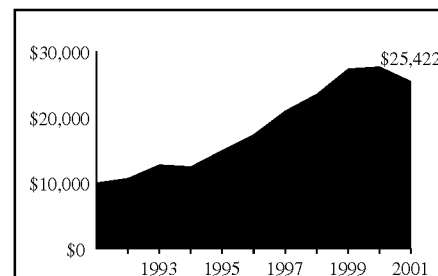
ANNUAL TOTAL RETURNS



AVERAGE ANNUAL TOTAL RETURNS

1 Year	-7.63%
3 Years.....	-4.33%
5 Years.....	0.59%
10 Years.....	7.55%

GROWTH OF \$10,000 (10 YEARS OR SINCE INCEPTION)

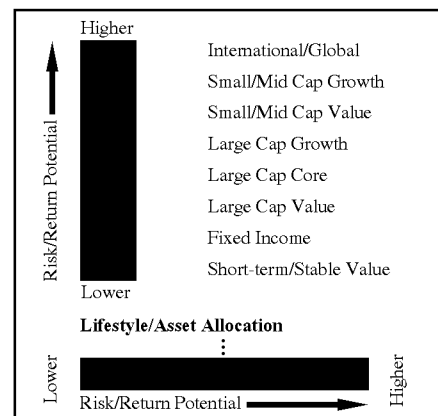


FUND ALLOCATIONS

MMIF Short-Duration Bond

(Babson)	14.5%
MMIF Core Bond (Babson).....	17.4%
Oppenheimer Strategic Income	15.1%
MMIF Core Value Equity (Babson/Bernstein)	9.0%
MMIF Large Cap Value (Davis)	10.1%
DLB Core Growth (Babson)	5.3%
MMIF Growth Equity (MFS).....	5.4%
MMIF Small Cap Equity (Babson).....	8.1%
MMIF Emerging Growth (RS).....	3.0%
MMIF International Equity (Oppenheimer)	12.1%

CATEGORY



FUND FACTS

◆ Comparative Index:

Lipper Balanced

◆ Expenses: 0.90% As of: 09/30/02

Moderate Journey (SLA D2) is a separate investment account of MassMutual, available to your plan through a group variable annuity contract, which purchases shares of various mutual funds. Historical performance does not guarantee future results. Portfolio data are those of the mutual fund and are subject to change. Performance is shown net of expenses, but before any applicable contract or plan charges. Expenses are based on an approximate weighted average of the expenses of the mutual funds purchased. MassMutual may, from time to time, substitute the mutual funds purchased or change the benchmark and actual allocations among the funds purchased, which may result in expenses being higher when the funds purchased have higher fees. Performance prior to Moderate Journey's inception (5/99) is that of the then underlying funds, managed within the asset allocation ranges and strategy for the separate investment account. Average annual total returns include the reinvestment of dividends and capital gains distributions. Investment return and principal values of the separate investment account fluctuate with changes in the mutual fund, so that the value at distribution may be more or less than original cost. There are no assurances that the investment objective will be achieved. The growth of \$10,000 chart is based on cumulative growth for the period shown. The risk/return indicator is for comparative purposes and is based on the general comparative risks of these categories. Up-to-date performance information is available on our web site at www.massmutual.com/retire.

AGGRESSIVE JOURNEY

Third Quarter 2002

STRATEGY

This option is for investors who can keep money invested for long periods, can tolerate market fluctuations and who desire to accumulate a substantial account balance. Invests in stocks but diversifies with fixed-income and cash investments. This mix offers high growth potential.

PORTFOLIO MANAGERS

DAVID L. BABSONSM

Ronald E. Desautels
Mary Wilson-Kibbe
George W. Tall, CFA
James B. Gribbell, CFA
Paul Szczygiel, CFA

OPPENHEIMERFUNDS, INC.

George R. Evans

DAVIS ADVISORS

Christopher Davis
Kenneth Feinberg

HARRIS ASSOCIATES

Robert M. Levy, CFA

JANUS

Claire Young, CFA

MFS INVESTMENT MANAGEMENT[®]

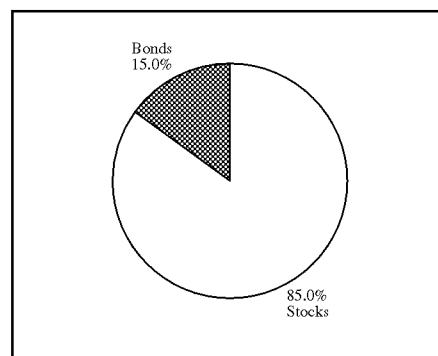
Stephen Pesek, CFA

NAVELLIER & ASSOCIATES

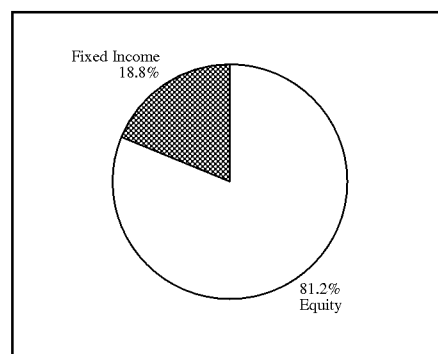
Alan Alpers, CFA

ALLOCATIONS

TARGET ALLOCATION

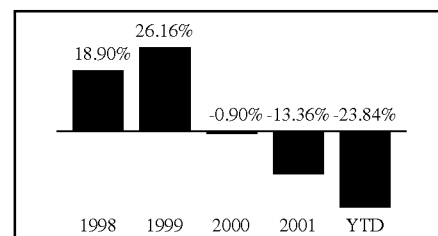


ACTUAL ALLOCATION



PERFORMANCE

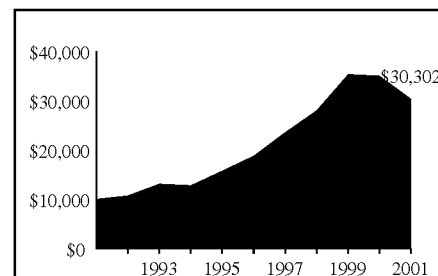
ANNUAL TOTAL RETURNS



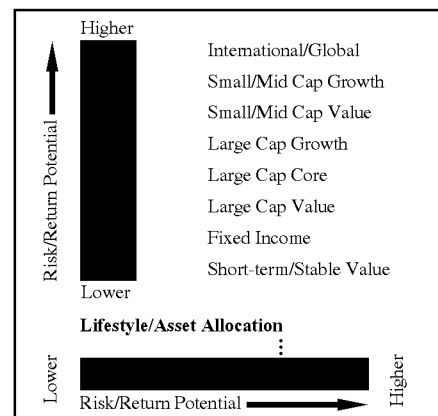
AVERAGE ANNUAL TOTAL RETURNS

1 Year	-13.43%
3 Years.....	-8.72%
5 Years.....	-0.39%
10 Years.....	8.61%

GROWTH OF \$10,000 (10 YEARS OR SINCE INCEPTION)



CATEGORY



FUND FACTS

◆ **Comparative Index:**
Lipper Balanced

◆ **Expenses:** 0.99% As of: 09/30/02

FUND ALLOCATIONS

MMIF Short-Duration Bond

(Babson)1.1%

MMIF Core Bond (Babson).....17.7%

MMIF Core Value Equity

(Babson/Bernstein)11.2%

MMIF Large Cap Value (Davis)12.0%

DLB Core Growth (Babson)5.8%

MMIF Growth Equity (MFS).....7.1%

MMIF Aggressive Growth (Janus) ..6.2%

MMIF Focused Value (Harris).....7.2%

MMIF Small Cap Equity (Babson)..6.2%

MMIF Mid Cap Growth Equity

(Navellier)4.2%

MMIF Emerging Growth (RS).....3.5%

MMIF International Equity

(Oppenheimer)17.8%

Aggressive Journey (SIA D3) is a separate investment account of MassMutual, available to your plan through a group variable annuity contract, which purchases shares of various mutual funds. Historical performance does not guarantee future results. Portfolio data are those of the mutual fund and are subject to change. Performance is shown net of expenses, but before any applicable contract or plan charges. Expenses are based on an approximate weighted average of the expenses of the mutual funds purchased. MassMutual may, from time to time, substitute the mutual funds purchased or change the benchmark and actual allocations among the funds purchased, which may result in expenses being higher when the funds purchased have higher fees. Performance prior to Moderate Journey's inception (5/99) is that of the then underlying funds, managed within the asset allocation ranges and strategy for the separate investment account. Average annual total returns include the reinvestment of dividends and capital gains distributions. Investment return and principal values of the separate investment account fluctuate with changes in the mutual fund, so that the value at distribution may be more or less than original cost. There are no assurances that the investment objective will be achieved. The growth of \$10,000 chart is based on cumulative growth for the period shown. The risk/return indicator is for comparative purposes and is based on the general comparative risks of these categories. Up-to-date performance information is available on our web site at www.massmutual.com/retire.

ULTRA AGGRESSIVE JOURNEY

Third Quarter 2002

STRATEGY

This option is for investors with long holding periods, high risk tolerance and a desire to maximize total return. Invests in equities of different size foreign & U.S. companies. These investments take advantage of all equity markets, reducing the risk of investing in just one.

PORTFOLIO MANAGERS

DAVID L. BABSONSM

George W. Tall, CFA
James B. Gribbell, CFA
Paul Szczygiel, CFA

OPPENHEIMERFUNDS, INC.

George R. Evans

DAVIS ADVISORS

Christopher Davis
Kenneth Feinberg

HARRIS ASSOCIATES

Robert M. Levy, CFA

JANUS

Claire Young, CFA

MFS INVESTMENT MANAGEMENT[®]

Stephen Pesek, CFA

NAVELLIER & ASSOCIATES

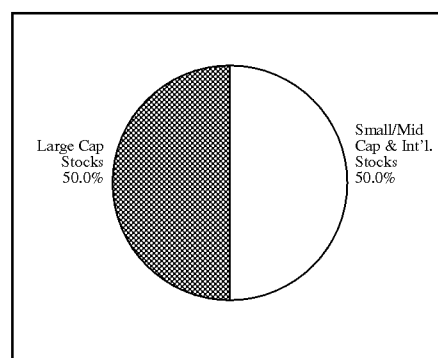
Alan Alpers, CFA

RS INVESTMENT MANAGEMENT, L.P.

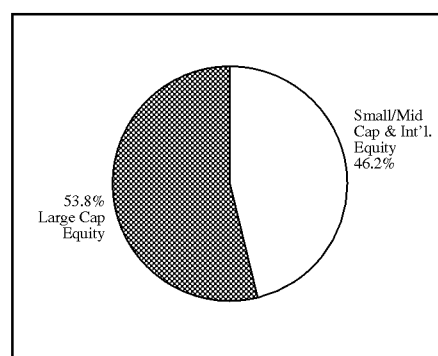
Jim Callinan

ALLOCATIONS

TARGET ALLOCATION

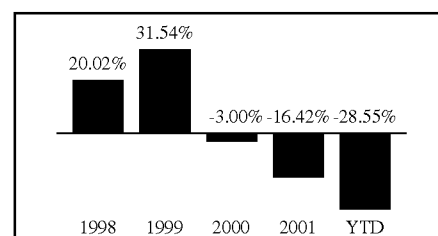


ACTUAL ALLOCATION



PERFORMANCE

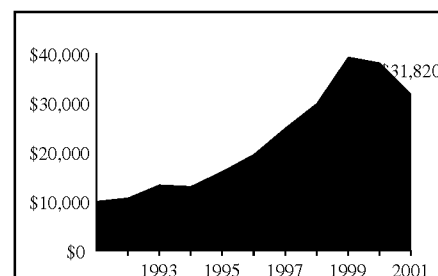
ANNUAL TOTAL RETURNS



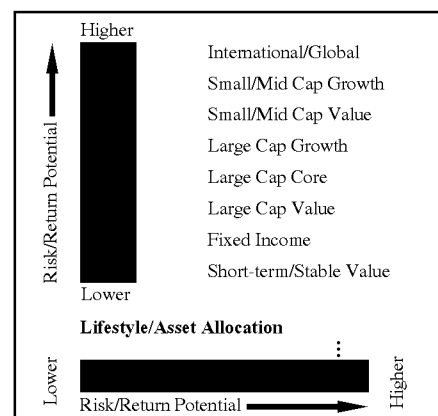
AVERAGE ANNUAL TOTAL RETURNS

1 Year	-17.06%
3 Years.....	-11.43%
5 Years.....	-1.86%
10 Years.....	8.54%

GROWTH OF \$10,000 (10 YEARS OR SINCE INCEPTION)



CATEGORY



FUND FACTS

◆ Comparative Index:

Lipper Balanced

◆ Expenses: 1.03% As of: 09/30/02

FUND ALLOCATIONS

MMIF Core Value Equity

(Babson/Bernstein)13.9%

MMIF Large Cap Value (Davis)16.1%

DLB Core Growth (Babson)7.2%

MMIF Growth Equity (MFS).....8.9%

MMIF Aggressive Growth (Janus) ..7.7%

MMIF Focused Value (Harris).....8.3%

MMIF Small Cap Equity (Babson)..6.9%

MMIF Mid Cap Growth Equity

(Navellier)5.2%

MMIF Emerging Growth (RS).....4.1%

MMIF International Equity

(Oppenheimer)21.7%

Ultra Aggressive Journey (SLA D4) is a separate investment account of MassMutual, available to your plan through a group variable annuity contract, which purchases shares of various mutual funds. Historical performance does not guarantee future results. Portfolio data are those of the mutual fund and are subject to change. Performance is shown net of expenses, but before any applicable contract or plan charges. Expenses are based on an approximate weighted average of the expenses of the mutual funds purchased. MassMutual may, from time to time, substitute the mutual funds purchased or change the benchmark and actual allocations among the funds purchased, which may result in expenses being higher when the funds purchased have higher fees. Performance prior to Aggressive Journey's inception (5/99) is that of the then underlying funds, managed within the asset allocation ranges and strategy for the separate investment account. Average annual total returns include the reinvestment of dividends and capital gains distributions. Investment return and principal values of the separate investment account fluctuate with changes in the mutual fund, so that the value at distribution may be more or less than original cost. There are no assurances that the investment objective will be achieved. The growth of \$10,000 chart is based on cumulative growth for the period shown. The risk/return indicator is for comparative purposes and is based on the general comparative risks of these categories. Up-to-date performance information is available on our web site at www.massmutual.com/retire.

MASSMUTUAL INDEXED EQUITY FUND

Managed by MassMutual
(subadvised by Deutsche Asset
Management/Bankers Trust Company)

Deutsche Asset Management

Deutsche Bank Group ☒

Third Quarter 2002

Class Y Shares

STRATEGY

Seeks to match the performance of the S&P 500® by investing in a representative sample of the stocks in that index. The ability to match investment performance to the S&P 500® is affected by daily cash flow and expenses.

PORTFOLIO MANAGER PROFILE

DEUTSCHE ASSET MANAGEMENT

Deutsche Asset Management, a member of the Deutsche Bank Group, was formed as a result of the merger of Bankers Trust and Deutsche Bank in June 1999. Globally, Deutsche Asset Management manages \$580 billion in assets and is among the world's largest investment managers. In the US, Deutsche Asset Management manages over \$300 billion and represents the combined capabilities of Bankers Trust Company, the former Morgan Grenfell companies and other members of the Deutsche Bank Group.

TEAM MANAGED

PORTFOLIO MANAGER

PORTFOLIO HIGHLIGHTS

TOP HOLDINGS

General Electric Co.....	3.3%
Microsoft Corporation	3.2%
ExxonMobil Corp.....	2.9%
Wal-Mart Stores, Inc.....	2.9%
Pfizer, Inc.	2.4%
Johnson & Johnson.....	2.2%
Citigroup, Inc.	2.0%
American International Group	1.9%
Coca-Cola Co.....	1.6%
Procter & Gamble Co.	1.5%

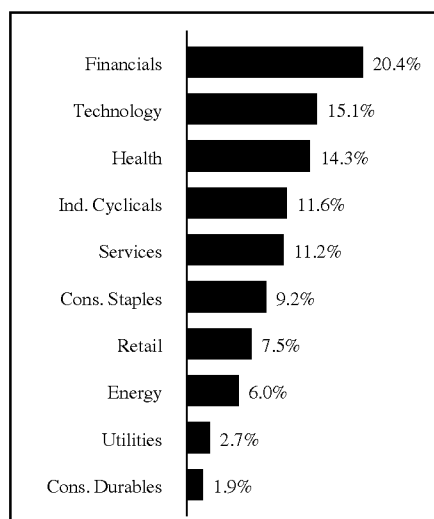
CHARACTERISTICS

Price/Earnings Ratio	24.4
3 Year Earnings Growth	8.8%
Median Market Cap (\$mil).....	\$41,712
Total Number of Holdings	503
Turnover Ratio.....	10.0%

Composition:

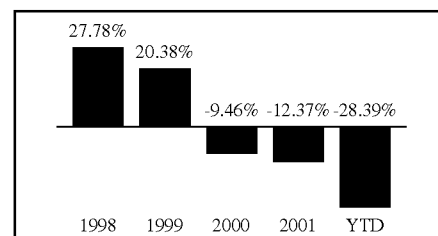
U.S. Stocks	98.1%
Cash	1.6%
Non-U.S. Stocks	0.2%
Bonds	0.1%

SECTOR WEIGHTINGS



PERFORMANCE

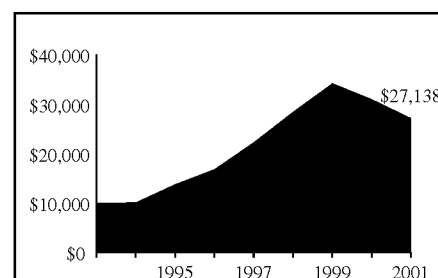
ANNUAL TOTAL RETURNS



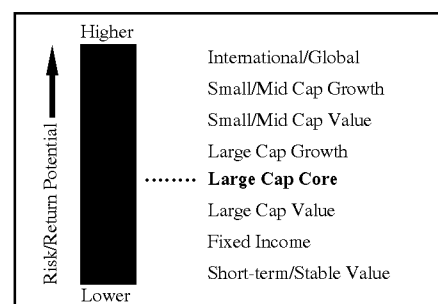
AVERAGE ANNUAL TOTAL RETURNS

1 Year	-20.78%
3 Years.....	-13.29%
5 Years.....	-2.13%
Since Inception (12/98).....	7.95%

GROWTH OF \$10,000 (10 YEARS OR SINCE INCEPTION)



CATEGORY



FUND FACTS

◆ Ticker Symbol: MIEYX

◆ Comparative Index:
S&P 500®

◆ Expenses: 0.45% As of: 05/01/02

Historical performance does not guarantee future results. Portfolio data are subject to change. Portfolio characteristics and sector weightings are reported by Morningstar Principia, data release date of 09/30/02. On May 1, 2000, Bankers Trust Company became the sub-adviser of the MassMutual Indexed Equity Fund, replacing Barclays Global Investors. Bankers Trust Company is doing business under the marketing name of Deutsche Asset Management. Prior to May 1, 2000, the MassMutual Indexed Equity Fund invested all of its assets in the S&P 500® Index Master Portfolio ("Master Portfolio") managed by Barclays Global Investors. Performance is shown net of expenses. The Fund commenced operations on March 1, 1998 and performance for prior periods is that of the Master Portfolio (including that of its predecessor for the period of July 2, 1993 through May 25, 1994), adjusted for fees and expenses of Class Y shares of the Fund. Average annual total returns include the reinvestment of dividends and capital gains distribution. Investment returns and principal values fluctuate so the value at distribution may be more or less than original cost. There are no assurances the investment objective will be achieved. The growth of \$10,000 chart is based on cumulative growth for the period shown. The risk/return indicator is for comparative purposes and is based on the general comparative risk of these categories. This Fund may be available through a group variable annuity contract issued to your plan by Massachusetts Mutual Life Insurance Company ("MassMutual"). If so, your plan's investment will be in a separate investment account (SLA YX) of MassMutual, which purchases shares of the Fund. SLA YX began purchasing shares of the Fund in 5/3/99. Standard & Poor's does not sponsor or endorse the separate investment account or the MassMutual Indexed Equity Fund or the Master Portfolio, nor is it affiliated with the portfolio manager. S&P 500® and S&P 500 Index® are licensed trademarks of McGraw-Hill, Inc. The S&P 500® Index cannot be purchased directly by investors. If this investment is not sold in conjunction with a group variable annuity contract, this material must be preceded or accompanied with a current fund prospectus. Read it carefully before investing or sending money.

EQUITY GROWTH (AMERICAN CENTURYSM)

Third Quarter 2002

STRATEGY

Employs quantitative management strategies attempting to match the risk characteristics of the S&P 500, while targeting stocks that have higher return potential. The portfolio invests in large companies but is permitted to invest in small companies also.

PORTFOLIO MANAGER PROFILE

AMERICAN CENTURYSM

American CenturySM manages over \$100 billion in equity and fixed income assets for more than 2 million investors.

JOHN SCHNIEDWIND

JEFF TYLER

KURT BORGWARDT

WILLIAM MARTIN

PORTFOLIO MANAGERS

PORTFOLIO HIGHLIGHTS

TOP HOLDINGS

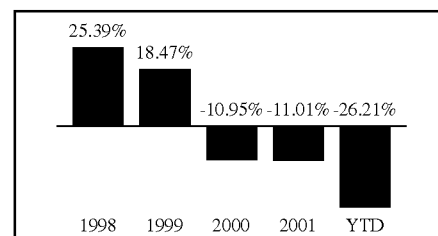
Bank of America	4.1%
Microsoft Corporation	2.9%
ExxonMobil Corp.	2.9%
Pfizer, Inc.	2.8%
Johnson & Johnson	2.7%
General Electric Co.	2.6%
Merck & Co. Inc.	2.5%
Procter & Gamble Co.	2.2%
Viacom, Inc. - Class B.	1.9%
Unionbancal Corporation	1.6%

CHARACTERISTICS

Price/Earnings Ratio	20.7
3 Year Earnings Growth	11.9%
Median Market Cap (\$mil)	\$25,486
Total Number of Holdings	155
Turnover Ratio	79.0%
Composition:	
U.S. Stocks	98.4%
Non-U.S. Stocks	1.6%

PERFORMANCE

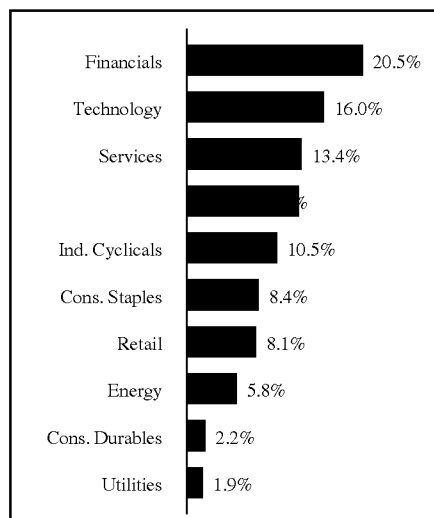
ANNUAL TOTAL RETURNS



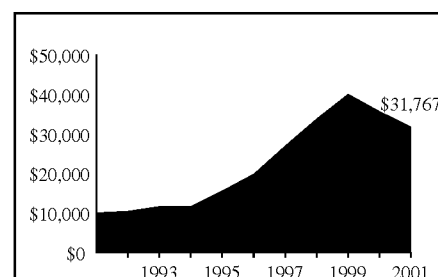
AVERAGE ANNUAL TOTAL RETURNS

1 Year	-18.16%
3 Years	-12.70%
5 Years	-2.30%
10 Years	9.32%

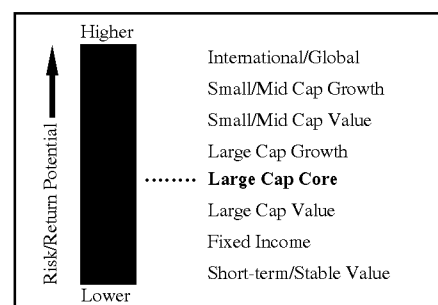
SECTOR WEIGHTINGS



GROWTH OF \$10,000 (10 YEARS OR SINCE INCEPTION)



CATEGORY



FUND FACTS

◆ Ticker Symbol: BEQGX

◆ Comparative Index:
S&P 500®

◆ Expenses: 0.68% As of: 05/01/02

Equity Growth (SLA WJ) is a separate investment account of MassMutual, available to your plan through a group variable annuity contract, which started purchasing shares of American Century Equity Growth Fund (which are offered without sales charge) on 2/27/98. Historical performance does not guarantee future results. Portfolio data are those of the mutual fund and are subject to change. Portfolio characteristics and sector weightings are reported by Morningstar Principia, data release date of 09/30/02. Performance prior to 2/28 (the inception date of the MassMutual separate investment account) is that of American Century Equity Growth Fund Investor Class shares. Performance is shown net of expenses, but before any applicable contract or plan charges. Expenses are those of the mutual fund. Average annual total returns include the reinvestment of dividends and capital gains distributions. Investment return and principal values of the separate investment account fluctuate along with changes in the mutual fund, so that the value at distribution may be more or less than original cost. There are no assurances that the investment objective will be achieved. The growth of \$10,000 chart is based on cumulative growth for the period shown. The risk/return indicator is for comparative purposes and is based on the general comparative risks of these categories. Up-to-date performance information is available on our web site at www.massmutual.com/retire.

MassMutual Retirement Services Separate Investment Account Profile

MM GROWTH EQUITY (MFS)

Portfolio managed by MFS Investment Management®



Third Quarter 2002

STRATEGY

Invests in stocks of companies that offer long-term growth. Fundamental analysis identifies well-run, growing companies that have strong management, a successful track record, long-term earnings growth and potential for market leadership.

PORTFOLIO MANAGER PROFILE

MFS INVESTMENT MANAGEMENT®

MFS Investment Management®, a Boston based investment management firm, has been managing assets for over seventy years. MFS was a pioneer in the investment field, establishing the first mutual fund in 1924. Today, MFS manages over \$136 billion, with products covering the entire investment spectrum.

STEPHEN PESEK, CFA
PORTFOLIO MANAGER

PORTFOLIO HIGHLIGHTS

TOP HOLDINGS

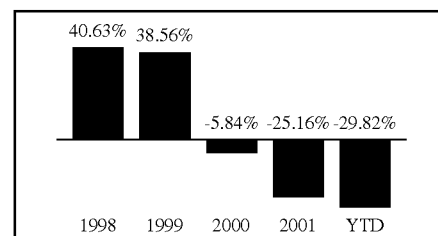
Pfizer, Inc.	4.5%
Microsoft Corporation	3.7%
Wal-Mart Stores, Inc.	3.1%
Viacom, Inc. - Class B.....	3.0%
Johnson & Johnson.....	3.0%
Northrop Grumman Corp.	2.4%
Slm Holding Corp.....	2.4%
Tenet Healthcare Corp.	2.4%
3M Co.	2.3%
Harley Davidson	2.2%

CHARACTERISTICS

Price/Earnings Ratio	27.1
3 Year Earnings Growth	15.5%
Median Market Cap (\$mil).....	\$36,895
Turnover Ratio.....	279.0%
Total Number of Holdings	103
Composition:	
U.S. Stocks	91.8%
Cash	4.1%
Non-U.S. Stocks	4.0%

PERFORMANCE

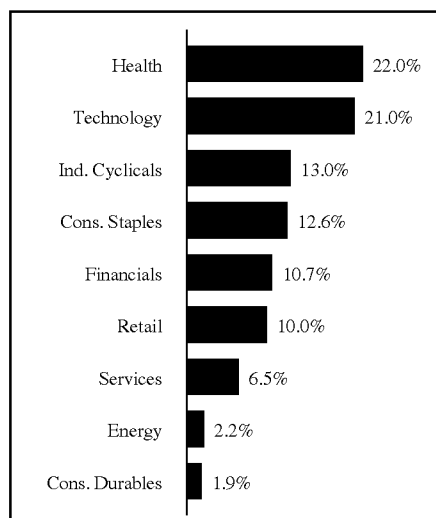
ANNUAL TOTAL RETURNS



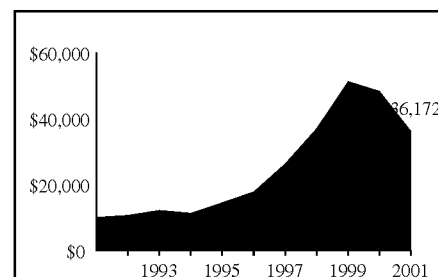
AVERAGE ANNUAL TOTAL RETURNS

1 Year	-19.54%
3 Years.....	-14.47%
5 Years.....	0.01%
10 Years.....	10.66%

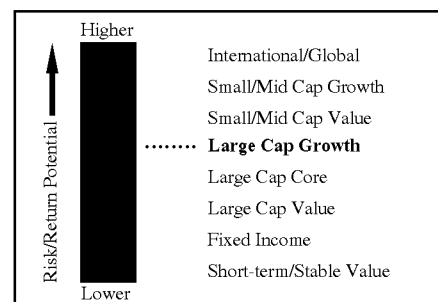
SECTOR WEIGHTINGS



GROWTH OF \$10,000 (10 YEARS OR SINCE INCEPTION)



CATEGORY



FUND FACTS

- ◆ Ticker Symbol: MGELX
- ◆ Comparative Index: S&P 500®
- ◆ Expenses: 1.02% As of: 05/01/02

MM Growth Equity (SIA LL) is a separate investment account of MassMutual, available to your plan through a group variable annuity contract, which purchases Class L shares of MassMutual Growth Equity Fund. Historical performance does not guarantee future results. The separate account and the mutual fund commenced operations on 5/3/99. Performance shown for periods prior to that date is based on a composite of all portfolios managed by MFS with substantially similar investment objectives and policies and without significant client-imposed restrictions, adjusted for the mutual fund's fees and expenses. The quoted performance does not represent the historical performance of the MassMutual Growth Equity Fund and should not be interpreted as being indicative of the future performance of the Fund. Portfolio data are those of the mutual fund and are subject to change. Portfolio characteristics and sector weightings are reported by Morningstar Principia, data release date of 09/30/02. Performance is shown net of expenses, but before any applicable contract or plan charges. Expenses are those of the mutual fund. Average annual total returns include the reinvestment of dividends and capital gains distributions. Investment return and principal values of the separate investment account fluctuate with changes in mutual fund, so that the value at distribution may be more or less than original cost. There are no assurances that the investment objectives will be achieved. The growth of \$10,000 chart is based on cumulative growth for the period shown. The risk/return indicator is for comparative purposes and is based on the general comparative risks of these categories. Up-to-date performance information is available on our web site at www.massmutual.com.

MassMutual Retirement Services Separate Investment Account Profile

MM OTC 100

Portfolio managed by Deutsche Asset Management/Bankers Trust Company

Deutsche Asset Management

Deutsche Bank Group ☒

Third Quarter 2002

STRATEGY

Provides results that closely approximate the NASDAQ 100 Index®, an index that represents the 100 largest non-financial, non-utilities stocks in the NASDAQ composite. Invests in the stocks in the Index in proportions that match their index weightings.

PORTFOLIO MANAGER PROFILE

DEUTSCHE ASSET MANAGEMENT

Deutsche Asset Management, a member of the Deutsche Bank Group, was formed as a result of the merger of Bankers Trust and Deutsche Bank in June 1999. Globally, Deutsche Asset Management manages \$580 billion in assets and is among the world's largest investment managers. In the US, Deutsche Asset Management manages over \$300 billion and represents the combined capabilities of Bankers Trust Company, the former Morgan Grenfell companies and other members of the Deutsche Bank Group.

TEAM MANAGED

PORTFOLIO MANAGER

FUND FACTS

- ◆ Ticker Symbol: MOTLX
- ◆ Comparative Index: NASDAQ 100
- ◆ Expenses: 0.79% As of: 05/01/02

PORTFOLIO HIGHLIGHTS

TOP HOLDINGS

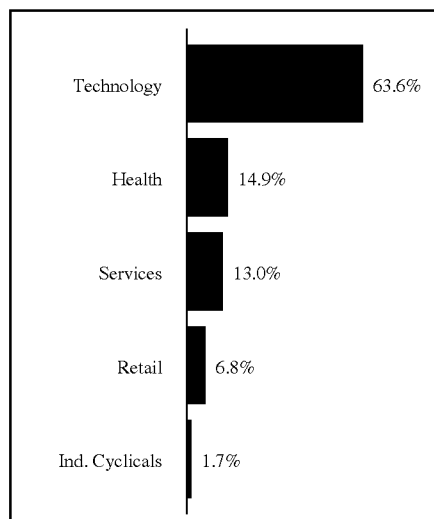
Microsoft Corporation	13.1%
Intel Corp.....	5.3%
Cisco Systems, Inc.	4.4%
Qualcomm, Inc.....	4.2%
Amgen, Inc.	4.0%
Dell Computer Corp.....	3.6%
Oracle Corporation.....	2.9%
Bed, Bath & Beyond	2.1%
Intuit	2.0%
Maxim Integrated Products.....	1.8%

CHARACTERISTICS

Price/Earnings Ratio	37.4
3 Year Earnings Growth	6.1%
Median Market Cap (\$mil).....	\$10,836
Total Number of Holdings	105
Composition:	

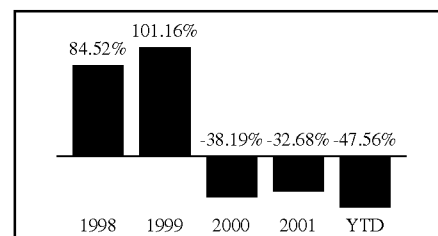
U.S. Stocks	94.8%
Cash	3.4%
Non-U.S. Stocks	1.3%
Bonds	0.5%

SECTOR WEIGHTINGS



PERFORMANCE

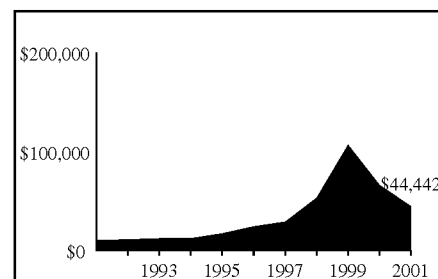
ANNUAL TOTAL RETURNS



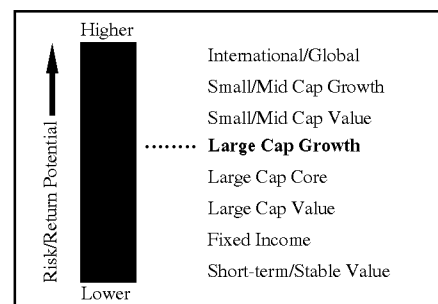
AVERAGE ANNUAL TOTAL RETURNS

1 Year	-29.28%
3 Years.....	-30.50%
5 Years.....	-6.10%
10 Years.....	9.49%

GROWTH OF \$10,000 (10 YEARS OR SINCE INCEPTION)



TEGORY



Favorable markets for technology stocks and IPOs played a large part in 1999 returns. Market conditions will change and 1999 returns may not be duplicated. IPOs will have a lesser impact on returns as assets grow. MM OTC 100 (SIA LN) is a separate investment account of MassMutual, available to your plan through a group variable annuity contract. The separate investment account purchases Class L shares of the MassMutual OTC 100 Fund. Class L listing is not available. The separate investment account and the mutual fund commenced operations on May 1, 2000. Bankers Trust Company is the Sub-Adviser of the MassMutual OTC 100 Fund, and is doing business under the marketing name of Deutsche Asset Management. Historical performance does not guarantee future results. Portfolio data are those of the mutual fund and are subject to change. Portfolio characteristics and sector weightings are reported by Morningstar Principia, data release date of 09/30/02. Performance shown above is that of the NASDAQ 100 Index®, adjusted for the fees and expenses of Class L shares of the MassMutual OTC 100 Fund. The NASDAQ 100 Index® itself does not incur expenses and cannot be purchased directly by investors. The quoted performance does not represent the historical performance of the MassMutual OTC 100 Fund and should not be interpreted as being indicative of the future performance of the Fund or the separate investment account. Performance is shown net of expenses, but before any applicable contract or plan charges. Expenses are those of the mutual fund. Average annual total returns include the reinvestment of dividends and capital gains distributions. Investment return and principal values of the separate investment account fluctuate with changes in the mutual fund, so that the value at distribution may be more or less than original cost. There are no assurances that the investment objective will be achieved. The growth of \$10,000 chart is based on cumulative growth for the period shown. The risk/return indicator is for comparative purposes and is based on the general comparative risks of these categories. NASDAQ 100 Index® is a licensed trademark of the NASDAQ Stock Market, Inc. ("NASDAQ"). NASDAQ does not sponsor or endorse the separate investment account or the MassMutual OTC 100 Fund, nor is it affiliated with the portfolio manager. Up-to-date performance information is available on our web site at www.massmutual.com/retire.

MM AGGRESSIVE GROWTH (JANUS)

Portfolio managed by Janus Capital Corporation



JANUS

Third Quarter 2002

STRATEGY

Invests in common stocks of rapidly growing companies in rapidly growing industries. May invest in companies of any size, from larger, well-established companies to smaller, emerging growth companies.

PORTFOLIO MANAGER PROFILE**JANUS**

Established in 1969, Janus Capital Corporation manages 37 publicly traded-mutual funds and more than \$80 billion in assets, with more than \$35 billion of this total in endowment/foundation, defined benefit, defined contribution, public and other tax-exempt accounts. Janus has guided its growth intent on preserving its basic mission, which is to provide superior long-term performance combined with superior client service.

CLAIRE YOUNG, CFA

PORTFOLIO MANAGER

Education:

B.S. - Yale University

PORTFOLIO HIGHLIGHTS**TOP HOLDINGS**

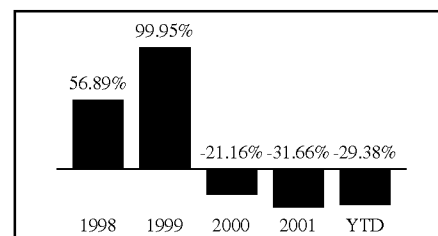
Walgreen Co.	3.3%
Medtronic, Inc.	3.3%
Harley Davidson	3.2%
Whole Foods Market, Inc.	3.1%
Tenet Healthcare Corp.	3.0%
Avon Products, Inc.	2.8%
Pfizer, Inc.	2.6%
Maxim Integrated Products.....	2.5%
MGIC Investment Corp.	2.4%
General Dynamics Corp.	2.3%

CHARACTERISTICS

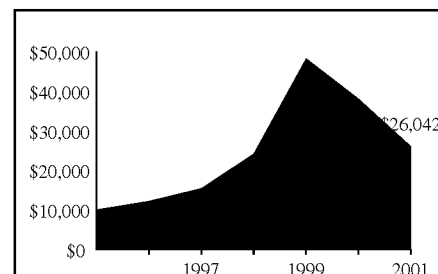
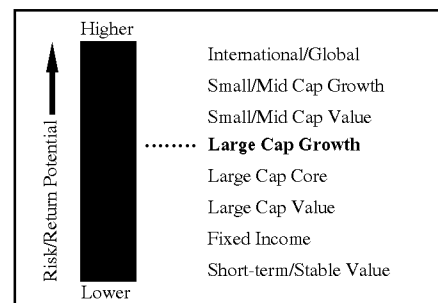
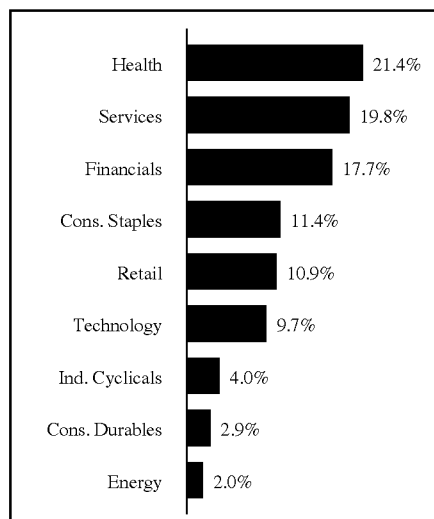
Price/Earnings Ratio	26.4
3 Year Earnings Growth	19.4%
Median Market Cap (\$mil)	\$14,947
Total Number of Holdings	68

Composition:

U.S. Stocks	83.6%
Cash	8.9%
Non-U.S. Stocks	6.6%
Bonds	0.9%

PERFORMANCE**ANNUAL TOTAL RETURNS****AVERAGE ANNUAL TOTAL RETURNS**

1 Year	-15.16%
3 Years.....	-16.78%
5 Years.....	3.24%
Since Inception (5/00)	9.45%

GROWTH OF \$10,000 (10 YEARS OR SINCE INCEPTION)**CATEGORY****FUND FACTS**◆ **Ticker Symbol:** MAGLX◆ **Comparative Index:**
S&P 500®◆ **Expenses:** 1.11% As of: 05/01/02**SECTOR WEIGHTINGS**

Favorable markets for technology stocks and IPOs played a large part in 1999 returns. Market conditions will change and 1999 returns may not be duplicated. IPOs will have a lesser impact on returns as assets grow. MM Aggressive Growth (SIA LD) is a separate investment account of MassMutual, available to your plan through a group variable annuity contract. The separate investment account purchases Class L shares of the MassMutual Aggressive Growth Fund. The separate investment account and the mutual fund commenced operations on 5/01/2000. Historical performance does not guarantee future results. Portfolio data are those of the mutual fund and are subject to change. Portfolio characteristics and sector weightings are reported by Morningstar Principia, data release date of 09/30/02. Performance shown prior to 5/01/2000 is a composite of all portfolios, including the Janus Olympus Fund, a registered mutual fund, managed by Janus Capital Corporation with substantially similar investment objectives, policies and investment strategy and without significant client-imposed restrictions, adjusted for the fees and expenses of Class L shares of the MassMutual Aggressive Growth Fund. The quoted performance does not represent the historical performance of the MassMutual Aggressive Growth Fund and should not be interpreted as being indicative of the future performance of the Fund or the separate investment account. Performance is shown net of expenses, but before any applicable contract or plan charges. Expenses are those of the mutual fund. Average annual total returns include the reinvestment of dividends and capital gains distributions. Investment return and principal values of the separate investment account fluctuate with changes in the mutual fund, so that the value at distribution may be more or less than original cost. There are no assurances that the investment objective will be achieved. The growth of \$10,000 chart is based on cumulative growth for the period shown. The risk/return indicator is for comparative purposes and is based on the general comparative risks of these categories. Up-to-date performance information is available on our web site at www.massmutual.com/retire.

MM Sm Cap Growth (W&R/ WELLINGTON)

Third Quarter 2002

Portfolio managed by Waddell & Reed
Investment Management Company and
Wellington Management Company, LLP



STRATEGY

Invests in stocks of smaller companies believed to offer potential for long-term growth. The account is co-managed by Waddell & Reed and Wellington Management. Waddell & Reed emphasizes growth and financial characteristics. Wellington Management emphasizes research and stock selection.

PORTFOLIO MANAGER PROFILE

WADDELL & REED

Waddell & Reed is a national financial services organization, with more than \$35 billion in total assets.

MARK SEFEROVICH, CFA

GRANT SARRIS, CFA

PORTFOLIO MANAGERS

WELLINGTON MANAGEMENT COMPANY, LLP

Wellington Management is one of America's largest independent investment management companies, managing over \$295 billion.

KENNETH L. ABRAMS

PORTFOLIO MANAGER

PORTFOLIO HIGHLIGHTS

TOP HOLDINGS

Take-Two Interactive Software, Inc.	2.8%
Gentex Corp.	2.5%
American Italian Pasta Co.	2.0%
Financial Federal Corp.	1.9%
VISX Inc.	1.8%
Omnicare, Inc.	1.8%
Checkfree Corp.	1.8%
Anteon International Group	1.8%
Newfield Exploration Co.	1.7%
Catalina Marketing	1.7%

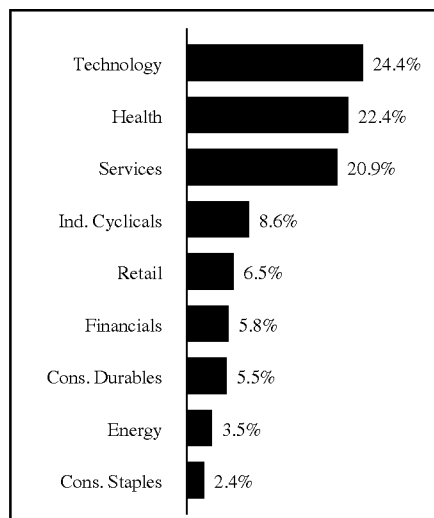
CHARACTERISTICS

Price/Earnings Ratio	25.9
3 Year Earnings Growth	14.2%
Median Market Cap (\$mil)	\$901
Turnover Ratio	114.0%
Total Number of Holdings	144

Composition:

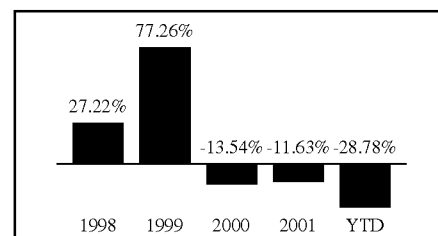
U.S. Stocks	88.7%
Cash	10.4%
Non-U.S. Stocks	1.0%

SECTOR WEIGHTINGS



PERFORMANCE

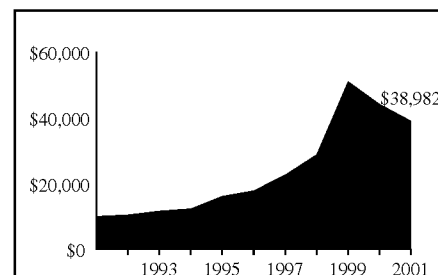
ANNUAL TOTAL RETURNS



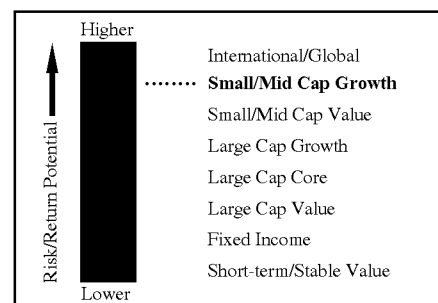
AVERAGE ANNUAL TOTAL RETURNS

1 Year	-12.63%
3 Years	-8.16%
5 Years	3.84%
10 Years	11.63%

GROWTH OF \$10,000 (10 YEARS OR SINCE INCEPTION)



CATEGORY



FUND FACTS

◆ Ticker Symbol: MSLGX

◆ Comparative Index:
Russell 2000

◆ Expenses: 1.26% As of: 05/01/02

Favorable markets for technology stocks and IPOs played a large part in 1999 returns. Market conditions will change and 1999 returns may not be duplicated. IPOs will have a lesser impact on returns as assets grow. MM Sm Cap Growth (SLA LC) is a separate investment account of MassMutual, available to your plan through a group variable annuity contract, which purchases Class L shares of MassMutual Small Cap Growth Equity Fund. Historical performance does not guarantee future results. The separate account and the mutual fund commenced operations on 5/3/99. Performance shown for periods prior to that date is based on a composite of the JPM and WR portfolios with substantially similar investment objectives and policies and without significant client-imposed restrictions, adjusted for the mutual fund's fees and expenses. The quoted performance does not represent the historical performance of the MassMutual Small Cap Growth Equity Fund and should not be interpreted as being indicative of the future performance of the Fund. Portfolio data are those of the mutual fund and are subject to change. Portfolio characteristics and sector weightings are reported by Morningstar Principia, data release date of 09/30/02. Performance is shown net of expenses, but before any applicable contract or plan charges. Expenses are those of the mutual fund. Average annual total returns include the reinvestment of dividends and capital gains distributions. Investment return and principal values of the separate investment account fluctuate with changes in mutual fund, so that the value at distribution may be more or less than original cost. There are no assurances that the investment objectives will be achieved. The growth of \$10,000 chart is based on cumulative growth for the period shown. The risk/return indicator is for comparative purposes and is based on the general comparative risks of these categories. Up-to-date performance information is available on our web site at www.massmutual.com/retire.

MassMutual Retirement Services Separate Investment Account Profile

MM Mid Cap Growth (NAVELLIER)

Portfolio managed by Navellier & Associates
Investment Management

Third Quarter 2002

STRATEGY

Invests in the common stocks of companies with market capitalizations between \$2 and \$10 billion. Securities are screened for attractive return versus risk characteristics. The manager believes that disciplined quantitative analysis can select growth stocks which will significantly outperform the overall market over the long term.

PORTFOLIO MANAGER PROFILE

NAVELLIER & ASSOCIATES

Navellier & Associates is located in Reno, Nevada. Navellier began offering its investment advisory services in 1987. They specialize in Modern Portfolio Theory (MPT) and Quantitative Analysis. The firm seeks to achieve optimal returns while minimizing risk. They currently employ 80 employees including 35 industry professionals.

LOUIS NAVELLEIR
ALAN ALPERS, CFA
PORTFOLIO MANAGERS

PORTFOLIO HIGHLIGHTS

TOP HOLDINGS

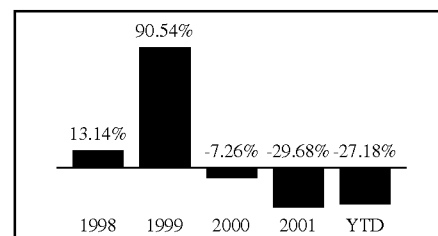
Henry Schein	3.8%
Patterson Dental Co.	3.7%
Autozone, Inc.	3.7%
Symantec	3.7%
Apollo Group	3.6%
Alberto-Culver Co.....	3.4%
Hudson City Bancorp, Inc.....	3.3%
Moody's Corp.	3.3%
ITT Industries, Inc.	3.2%
Coach, Inc.....	3.2%

CHARACTERISTICS

Price/Earnings Ratio	27.0
3 Year Earnings Growth	21.4%
Median Market Cap (\$mil).....	\$3,221
Turnover Ratio.....	160.0%
Total Number of Holdings	41
Composition:	
U.S. Stocks	96.8%
Non-U.S. Stocks	2.5%
Cash	0.8%

PERFORMANCE

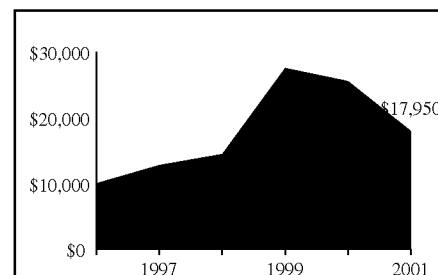
ANNUAL TOTAL RETURNS



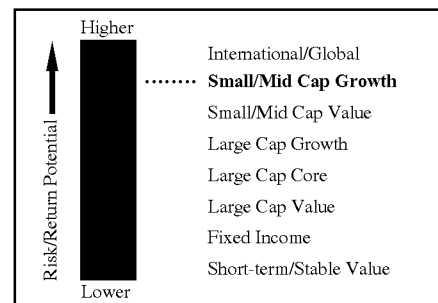
AVERAGE ANNUAL TOTAL RETURNS

1 Year	-14.28%
3 Years.....	-13.39%
5 Years.....	-0.11%
Since Inception (1/97).....	4.77%

GROWTH OF \$10,000 (10 YEARS OR SINCE INCEPTION)



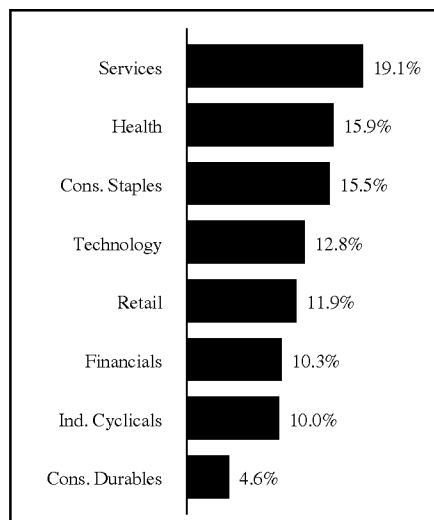
CATEGORY



FUND FACTS

- ◆ Ticker Symbol: MMGLX
- ◆ Comparative Index: S&P 400 MidCap Index
- ◆ Expenses: 1.05% As of: 05/01/02

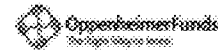
SECTOR WEIGHTINGS



Favorable markets for technology stocks and IPOs played a large part in 1999 returns. Market conditions will change and 1999 returns may not be duplicated. IPOs will have a lesser impact on returns as assets grow. MM Mid Cap Growth (SIA LQ) is a separate investment account of MassMutual, available to your plan through a group variable annuity contract, which purchases Class L shares of Mid Cap Growth Equity Fund. Historical performance does not guarantee future results. The separate account and the mutual fund commenced operations on 5/3/99. Performance shown for periods prior to that date is based on a composite of all portfolios managed by Navellier & Associates with substantially similar investment objectives and policies and without significant client-imposed restrictions, adjusted for the mutual fund's fees and expenses. The quoted performance does not represent the historical performance of the MassMutual Mid Cap Growth Equity Fund and should not be interpreted as being indicative of the future performance of the Fund. Portfolio data are those of the mutual fund and are subject to change. Portfolio characteristics and sector weightings are reported by Morningstar Principia, data release date of 09/30/02. Performance is shown net of expenses, but before any applicable contract or plan charges. Expenses are those of the mutual fund. Average annual total returns include the reinvestment of dividends and capital gains distributions. Investment return and principal values of the separate investment account fluctuate with changes in mutual fund, so that the value at distribution may be more or less than original cost. There are no assurances that the investment objectives will be achieved. The growth of \$10,000 chart is based on cumulative growth for the period shown. The risk/return indicator is for comparative purposes and is based on the general comparative risks of these categories. Up-to-date performance information is available on our web site at www.massmutual.com/retire.

OPPENHEIMER GLOBAL FUND

Managed by OppenheimerFunds, Inc.



Third Quarter 2002

Class Y Shares

STRATEGY

Worldwide trends are identified that offer opportunities for long-term growth. These trends fall into three categories of change; technological, demographic/geopolitical and resource needs. The portfolio is diversified to reduce the risks of foreign investing.

PORTFOLIO MANAGER PROFILE

OPPENHEIMERFUNDS, INC.

OppenheimerFunds, Inc. has operated as an investment advisor since 1959. With \$125 billion under management, and over five million shareholder accounts, OppenheimerFunds ranks as one of the largest mutual fund companies in the United States. OppenheimerFunds has expertise in multiple asset classes encompassing both international and domestic markets for equity and fixed income securities. OppenheimerFunds is an independently managed subsidiary of MassMutual.

WILLIAM WILBY, CFA

GEORGE R. EVANS

FRANK V. JENNINGS, PH.D

RAJEEV BHAMAN, CFA

PORTFOLIO MANAGERS

FUND FACTS

◆ Ticker Symbol: OGLYX

◆ Comparative Index:
MSCI EAFE

◆ Expenses: 1.00% As of: 01/28/02

PORTFOLIO HIGHLIGHTS

TOP HOLDINGS

Reckitt & Coleman	4.2%
Sanofi-Synthelabo SA	4.1%
Cadence Design Systems, Inc.....	2.9%
Electronic Arts, Inc.	2.5%
Reed International Plc	2.4%
Bank One Corp.	2.3%
Qualcomm, Inc.	2.2%
Raytheon Company	2.0%
Aust & NZ Banking Group LTD	2.0%
Porsche AG	1.9%

CHARACTERISTICS

Price/Earnings Ratio	23.8
3 Year Earnings Growth	19.8%
Median Market Cap (\$mil)	\$7,967
Total Number of Holdings	130
Turnover Ratio	36.0%

Composition:

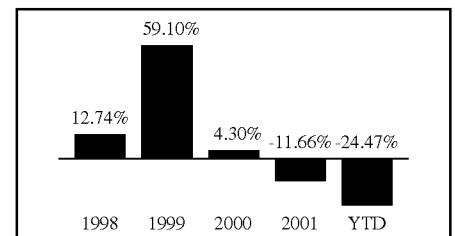
Non-U.S. Stocks	43.0%
U.S. Stocks	42.7%
Cash	9.3%
Other	4.8%
Bonds	0.2%

COUNTRY WEIGHTINGS

United States	40.8%
Great Britain	17.9%
Japan	9.1%
France	7.3%
Germany	4.5%
India	2.8%
Netherlands	2.8%
Canada	2.6%
Australia	2.0%
Mexico	1.9%

PERFORMANCE

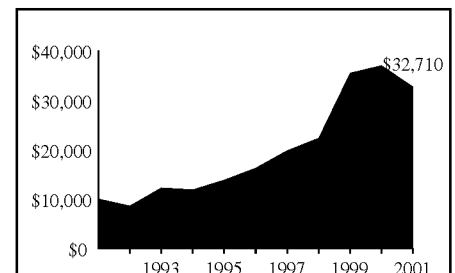
ANNUAL TOTAL RETURNS



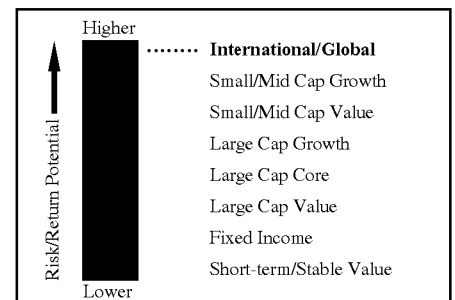
AVERAGE ANNUAL TOTAL RETURNS

1 Year	-11.79%
3 Years.....	-1.69%
5 Years.....	3.77%
10 Years.....	10.72%

GROWTH OF \$10,000 (10 YEARS OR SINCE INCEPTION)



CATEGORY



Historical performance does not guarantee future results. Portfolio data are subject to change. Portfolio characteristics are reported by Morningstar Principia, data release date of 09/30/02. Class Y shares were first offered 11/17/98. Prior performance is for Class A shares of the Fund, without considering sales charges. Subsequent performance is for Class Y shares. The classes have the same investment portfolio but different expenses and may have different net asset values. Performance is shown net of expenses. Expenses are as of the most recent fiscal year end. Average annual total returns include the reinvestment of dividends and capital gains distributions. Investment return and principal values fluctuate so the value at distribution may be more or less than original cost. There are no assurances that the investment objective will be achieved. The growth of \$10,000 chart is based on cumulative growth for the period shown. The risk/return indicator is for comparative purposes and is based on the general comparative risks of these categories. This Fund may be available only through a group variable annuity contract issued to your plan by Massachusetts Mutual Life Insurance Company ("MassMutual"). If so, your plan's investment will be in a separate investment account (SLA ND) of MassMutual, which purchases shares of the Fund. SLA ND began purchasing shares of the Fund in 11/17/98. If this investment is not sold in conjunction with a group variable annuity contract, this material must be preceded or accompanied by a current fund prospectus. Read it carefully before investing or sending money.

OppenheimerFunds Distributor, Inc., 498 Seventh Avenue, New York, New York 10018. OppenheimerFunds, Inc. and OppenheimerFunds Distributor, Inc. are indirect subsidiaries of Massachusetts Mutual Life Insurance Company, Springfield, Massachusetts 01111. RM3557Y 1002

BUPERS MWR 401(k) Savings and Investment Plan ENROLLMENT FORM

Account # 51373-1-1-____

Enroll: ☐ Employee ☐ Surviving Beneficiary ☐ Alternate Payee

Name _____
first middle last

street

city state zip

E-mail Address _____

Social Security No. _____

Birth Date: ____/____/____
mo day yrMarital Status: ☐ Married ☐ Single or Legally SeparatedSex (optional): ☐ Male ☐ FemalePayroll Frequency: ☐ monthly (12/yr) ☐ semi-monthly (24/yr) ☐ bi-weekly (26/yr) ☐ weekly (52/yr)**PLAN ADMINISTRATOR USE ONLY**

Type of Plan: _____

Hire Date: ____/____/____
mo day yrPlan Entry Date: ____/____/____
mo day yr

Total Years of Service as of the end of the computation period: _____

PAYROLL DEDUCTION AUTHORIZATION☐ **BEFORE-TAX CONTRIBUTION:**

____ % from my compensation each pay period for deposit to my Before-Tax Account. (not to exceed 100%).

Each before-tax contribution amount cannot exceed any applicable limit set by the Plan. In addition, total before-tax contributions to all qualified retirement plan(s) you participate in cannot exceed \$12,000 for the 2003 calendar year.

If you reach age 50 any time during the calendar year or are over 50, you may be eligible to contribute up to an additional \$2,000 as a catch-up contribution for the 2003 calendar year. Please check with your Plan Administrator.

☐ **REFUSAL OF PLAN PARTICIPATION:**

I elect to make no contributions (0%) at this time.

I understand I may revoke this election at any time or I may change this election as allowed by the Plan by completing a Participant Information Change Form. In addition, any amounts contributed may be reduced or returned to me as required by the Internal Revenue Code.

INVESTMENT SELECTION

The investment mix you choose below applies to all future contributions to your plan account.

(ENTER WHOLE PERCENTAGES; 1% MINIMUM IN INVESTMENTS SELECTED; MULTIPLES OF 1% THEREAFTER)

Investment Options	All Contributions		All Contributions
MM Money Market (Babson)	____%	Eqty Grth (Am Century)	____%
Strategic Income (Oppenheimer)	____%	MM Growth Equity (MFS)	____%
Conservative Journey	____%	MM OTC 100	____%
Moderate Journey	____%	MM Aggressive Growth (Janus)	____%
Aggressive Journey	____%	MM Sm Cap Gr (W&R/Wellington)	____%
Ultra Aggressive Journey	____%	MM Mid Cap Gr (Navellier)	____%
MM Indexed Equity	____%	Global (Oppenheimer)	____%

(TOTAL PERCENTAGES MUST EQUAL 100%)

To get the most out of your plan...

After receipt of this form, MassMutual will send you an Investment Selection Confirmation report. You should keep a copy of this form for your records.

COMPLETE REVERSE SIDE

BENEFICIARY DESIGNATION (Check **one** box only)

Primary Beneficiary: (Check either box 1 or 2)

1. ☐ **Spouse Primary Beneficiary:** I would like my spouse to receive my entire account balance at my death.
Spouse's Name: _____

Spouse's Social Security # _____ Spouse's Date of Birth: ____/____/____
mo day yr

2. ☐ **Non-Spouse Primary Beneficiary:** I would like the following person(s) to receive my account balance upon my death: (If division is other than equal shares, write in percentages.)

Name	Relationship	Social Security #	Percent
Name	Relationship	Social Security #	Percent
Name	Relationship	Social Security #	Percent

If you are married and you have NOT elected your spouse as primary beneficiary, please have your spouse provide consent below.

SPOUSAL CONSENT. I understand that I have a legal right to a death benefit equal to the participant's entire account balance. I consent to waive that legal right in accordance with the beneficiary designation set forth above. I further understand and acknowledge that if I sign this form, no death benefit will be payable to me except as provided above.

Spouse's Signature

____/____/____
Date

Notary Public's Signature

Date

____/____/____
Date Commission Expires

SIGNATURES

Participant

____/____/____
Date

I, the plan administrator, certify that the above information is correct, and if a married participant has designated a non-spouse beneficiary, and the Spouse's signature has not been witnessed by a Notary Public, I also certify that I have witnessed the spouse's signature above agreeing to the designation.

Plan Administrator

____/____/____
Date

BUPERS MWR 401(k) Savings and Investment Plan ROLLOVER STATEMENT

Account # 51373-1-1-____

Name _____
first middle last

street

city state zip

E-mail Address _____

Social Security No. _____

Birth Date: ____/____/____
mo day yrMarital Status: ☐ Married ☐ Single or Legally SeparatedHire Date: ____/____/____
mo day yrPayroll Frequency: ☐ monthly (12/yr) ☐ semi-monthly (24/yr) ☐ bi-weekly (26/yr) ☐ weekly (52/yr)

ROLLOVER INFORMATION

Amount of Rollover Contribution: Taxable portion (include investment income) \$_____
Nontaxable (e.g., participant after-tax contributions) \$_____
Total Rollover Contribution \$_____

[Note: Rollovers cannot include required minimum distributions. Participant after-tax contributions can only be included in a direct rollover from a qualified plan.]

Payment: ☐ Check attached made payable to MassMutual. Include the employee's social security number and the new plan's account number on the check.
☐ Wire or Check sent separately to MassMutual Retirement Services by the Prior Plan.
Provide a completed Direct Rollover Request form to your Prior Plan Administrator for wiring or mailing instructions.

INVESTMENT SELECTION FOR PARTICIPANTS AND NON-PARTICIPANTS

Rollover contributions will be invested in a separate manner.

(ENTER WHOLE PERCENTAGES; 1% MINIMUM IN INVESTMENTS SELECTED; MULTIPLES OF 1% THEREAFTER)

Investment Options

MM Money Market (Babson)	_____ %
Strategic Income (Oppenheimer)	_____ %
Conservative Journey	_____ %
Moderate Journey	_____ %
Aggressive Journey	_____ %
Ultra Aggressive Journey	_____ %
MM Indexed Equity	_____ %
Eqty Grth (Am Century)	_____ %
MM Growth Equity (MFS)	_____ %
MM OTC 100	_____ %
MM Aggressive Growth (Janus)	_____ %
MM Sm Cap Gr (W&R/Wellington)	_____ %
MM Mid Cap Gr (Navellier)	_____ %
Global (Oppenheimer)	_____ %

(TOTAL PERCENTAGES MUST EQUAL 100%)

COMPLETE REVERSE SIDE

BENEFICIARY DESIGNATION (Check **one** box only)

Primary Beneficiary: (Check either box 1 or 2)

1. ☐ **Spouse Primary Beneficiary:** I would like my spouse to receive my entire account balance at my death.
Spouse's Name: _____

Spouse's Social Security # _____ Spouse's Date of Birth: ____/____/____
mo day yr

2. ☐ **Non-Spouse Primary Beneficiary:** I would like the following person(s) to receive my account balance upon my death: (If division is other than equal shares, write in percentages.)

Name	Relationship	Social Security #	Percent
Name	Relationship	Social Security #	Percent
Name	Relationship	Social Security #	Percent

If you are married and you have NOT elected your spouse as primary beneficiary, please have your spouse provide consent below.

SPOUSAL CONSENT. I understand that I have a legal right to a death benefit equal to the participant's entire account balance. I consent to waive that legal right in accordance with the beneficiary designation set forth above. I further understand and acknowledge that if I sign this form, no death benefit will be payable to me except as provided above.

Spouse's Signature

____/____/____
Date

Notary Public's Signature

Date

____/____/____
Date Commission Expires

SIGNATURES

I certify that the above Rollover Contribution was an eligible rollover distribution from either a 401(a) qualified plan, 403(a) qualified annuity plan, 401(b) tax-sheltered annuity plan, traditional IRA, or 457(b) government plan.

Participant

____/____/____
Date

I, the plan administrator, certify that the above information is correct, and if a married participant has designated a non-spouse beneficiary, and the Spouse's signature has not been witnessed by a Notary Public, I also certify that I have witnessed the spouse's signature above agreeing to the designation.

Plan Administrator

____/____/____
Date